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ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ORIGINAL
COMMISSION SECTION

2009 APR 30 A 10:02

Magellan Pipeline Company, LLC (changed)
from Williams Pipe Line Company, LLC))

Docket No. 02-0263

Amended Application for issuance of Certificate in)
Good Standing as a common carrier by)
pipeline pursuant to the Illinois Common)
Carrier by Pipeline Law.)

AMENDED APPLICATION

Magellan Pipeline Company, LLC ("Applicant" or "Magellan") (formerly known as Williams Pipe Line Company, LLC) hereby requests that the Commission issue a final order granting Magellan a Certificate of Good Standing ("Certificate") pursuant to Section 15-401 of the Illinois Common Carrier by Pipeline Act, 220 ILCS 5/15-401 ("Act"), and certain other relief, including the authority to maintain its books and records outside of this State.

Williams Pipe Line Company was a Delaware corporation and a certificated common carrier by pipeline in Illinois; Williams Pipe Line Company was converted, under Delaware law, from a corporation to a limited liability company named Williams Pipe Line Company, LLC. Under Delaware law, such conversion does not involve any transfer or assignment; nor does it equate to a merger or consolidation or result in a new legal "person" holding the assets. Rather, the conversion statute simply takes the existing legal "person" and changes it from one kind of legal entity to another (in this case, from a corporation to a limited liability company). Such a conversion is very similar to a name change. Williams Pipe Line Company, LLC's original application was made because, at the time of the conversion of Williams Pipe Line Company from a corporation to a limited liability company, Williams Pipe Line Company, LLC inadvertently failed to seek a Certificate from the Commission. Through its original application,

Williams Pipe Line Company, LLC sought to bring itself into full compliance with the provisions of the Act. After Williams Pipe Line Company, LLC filed its application, it changed its name to Magellan Pipeline Company, LLC (previously defined as "Applicant" or "Magellan"). Thus, Magellan now submits an Amended Application, supplementing the original application and addressing the name change.

In support of its Application, Applicant states as follows:

1. Applicant is a Delaware limited liability company. Applicant's business address is:

Magellan Pipeline Company, LLC
P.O. Box 22186, MD720-A
Tulsa, OK 74121-2186

Attention: Joe Willis

2. Applicant is authorized to do business in Illinois. Applicant's registered agent in Illinois is: CT Corporation System, 208 S. LaSalle Street, Chicago, Illinois 60604

3. Notices and correspondence regarding this Application should be sent to undersigned counsel and to:

Magellan Pipeline Company, LLC
P.O. Box 22186, MD 28-1
Tulsa, OK 74121-2186

Attention: Jim Niedermeyer

Magellan Pipeline Company, LLC
P.O. Box 22186, MD720-A
Tulsa, OK 74121-2186

Attention: Joe Willis

The Magellan Pipeline System and Services

4. The pipeline system owned and operated by Magellan (the "System") covers an 11-state area extending from Oklahoma through the Midwest to North Dakota, Minnesota and Illinois. The System transports refined petroleum products and LPGs, and includes a common carrier pipeline that provides transportation and terminalling services. The products transported

on the System are largely transportation fuels, consisting in 2003 of 57% gasolines, 32% diesel fuels and 11% LPGs and aviation fuels. Product originates on the System from direct connections to refineries and other interstate pipelines for transportation and ultimate distribution to retail gasoline stations, truck stops, railroads, airlines and other end-users. The System consists of a 6,700-mile pipeline (500 miles in Illinois). The System includes 25.1 million barrels of storage capacity (1.5 million in Illinois) at 38 delivery terminals (4 in Illinois) and 13 pump stations. The terminals deliver refined products primarily into tank trucks, although two terminals can load into tank rail cars.

5. When compared to other modes of transportation, the System provides a safe and cost-effective means to transport refined products. In 2003, the System shipped approximately 5 million gallons of refined products that were ultimately delivered in the State of Illinois for consumption by end users. The transportation of refined products from refineries to end-users is a very dynamic process. The market constantly looks for the best way to transport refined products. Factors impacting the selection of transportation include cost, service, and location of assets. The mode of transportation depends principally on cost, and economics favor pipelines. Without the System, the market would be forced to use alternate modes of transportation, likely at a higher cost. Other modes of transportation include trucking, rail, and waterborne shipments. It would take a fleet of 3,900 trucks (assuming each truck holds 200 barrels and can travel 500 miles per day) to replace the entire System.

Corporate History

6. In December 2000, Williams Pipe Line Company was converted pursuant to Section 266 of the Delaware General Corporation Law (8 Del. C. §266) from a Delaware corporation to Williams Pipe Line Company, LLC, a Delaware limited liability company. As

that Delaware statute provides, the conversion of a corporation does not affect any obligations or liabilities of the corporation that were incurred prior to conversion. Moreover, when such conversion becomes effective, subsection (e) of that statute provides, in part, that “. . . the corporation shall continue to exist as a limited liability company . . . and the laws of this State shall apply to the [converted] entity to the same extent as prior to that time.” Thus, upon that conversion, Williams Pipe Line Company, LLC continued to hold all of the businesses and assets that it had held in its prior corporate form, and continued to conduct those businesses using the same personnel as it had in its prior corporate form.

7. Williams Pipe Line Company converted from a corporation to a limited liability company in order to qualify its spin-off of Williams Communications Group, Inc. as tax-free for federal income tax purposes.

8. Accordingly, as of December 2000, Williams Pipe Line Company’s name was changed to Williams Pipe Line Company, LLC when it was converted and it continued its existence as a legal entity with the same assets and providing the services in Illinois which it had provided under its previous name of Williams Pipe Line Company, pursuant to tariffs on file with the Commission in Applicant’s name.

9. At the time of the December 2000 conversion, Williams Pipe Line Company, LLC inadvertently neglected to obtain the issuance to it of a new Certificate. Williams Pipe Line Company, LLC thus sought a Certificate to bring it in full compliance with the provisions of the Act.

10. Pursuant to an interim order in this case dated June 19, 2002, Williams Pipe Line Company, LLC was given a certificate to operate as a common carrier by pipeline pending the outcome of the proceeding in Docket 02-0263 (“Interim Certificate”).

11. At the time the Interim Certificate was issued, Williams Pipe Line Company, LLC was a wholly owned subsidiary of Williams Energy Partners L.P. ("Williams Energy"). At that time, Williams Energy was a Delaware limited partnership and The Williams Companies, Inc. ("Williams") held two indirect limited partner interests in Williams Energy (19.3% through Williams Energy Services, LLC and 5.1% through Williams Natural Gas Liquids, Inc., both direct subsidiaries of Williams) and one general partner interest (2% through WEG GP LLC, an indirect subsidiary of Williams and a direct subsidiary of both Williams Energy Services, LLC and Williams Natural Gas Liquids, Inc.).

12. On June 17, 2003, The Williams Companies, Inc. sold its entire interest in Williams Energy to WEG Acquisitions, L.P. As a result, on September 1, 2003, Williams Energy changed its name to Magellan Midstream Partners, L.P. and Williams Pipe Line Company, LLC changed its name to Magellan Pipeline Company, LLC.

13. Nothing has changed other than the names as described above. The same legal entities that owned and operated the pipeline facilities prior to the name change continue to own and operate them after the name change. The management, commercial, and operations personnel associated with the pipeline operations also remain the same.

14. The Certificate of Correction and Certificate of Amendment filed with the Delaware Secretary of State, as well as the Amended Application for Admission filed with the Illinois Secretary of State are attached hereto as Exhibits A, B, and C, respectively.

Magellan Qualifies for a Certificate

15. Magellan qualifies for a Certificate. Magellan possesses the financial, technical and managerial ability to own and operate the System and to provide the Services.

16. Magellan's assets for the Year 2003 total \$1,103,685,822. Magellan's revenues for the Year 2003 total \$239,338,257.

17. Magellan also possesses the necessary technical and managerial expertise. Magellan is licensed as a common carrier under federal law. Magellan operates the System, which covers 11 states and moves 270 million barrels of refined products annually.

18. Applicant's operations in Illinois are overseen by: Richard (Rick) A. Olson, Vice President of Operations. Mr. Olson has over 20 years of pipeline operations experience.

19. The name change did not change, reduce or impair the oversight or operation of the System in Illinois in any respect. The name change from Williams Pipe Line Company, LLC to Magellan Pipeline Company, LLC was the only change.

Other Relief Requested

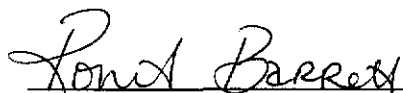
20. Magellan also requests the authority to maintain its books and records in its offices in Tulsa, Oklahoma. Magellan will make available to the Commission at the Commission's offices in Springfield, Illinois such documents as the Commission may properly request of Magellan from time to time in the exercise of the Commission's duties and responsibilities under the Act and any rules and regulations promulgated thereunder.

WHEREFORE, for all the reasons stated herein, Magellan Pipeline Company, LLC
requests that the Commission grant it the relief requested herein.

Dated: April 29, 2004

Respectfully submitted,

Magellan Pipeline Company, LLC (changed
from Williams Pipe Line Company, LLC)

A handwritten signature in dark ink, appearing to read "David M. Stahl", is written over a horizontal line.

David M. Stahl

Ronit C. Barrett

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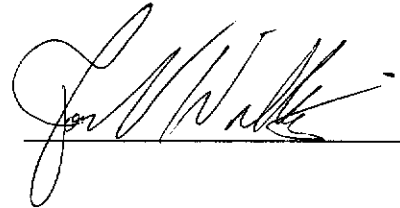
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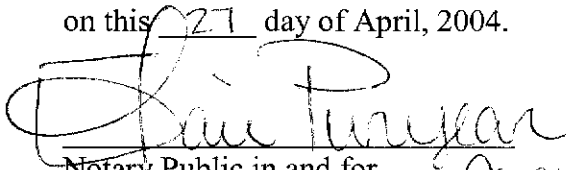
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VERIFICATION

Joe Willis, Manager, Business Analysis & Tariffs, being first duly sworn, states
that he has read the foregoing "Amended Application;" that he is familiar with the
statements therein; and that the statements therein are true and correct to the best of his
knowledge.



Subscribed and sworn to before me
on this 27 day of April, 2004.



Notary Public in and for
the State of Oklahoma

Comm. Exp. 9-6-04
#00014344



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NOTICE OF FILING

PLEASE TAKE NOTICE that on April 29, 2004, Ronit C. Barrett caused to be filed Magellan Pipeline Company, LLC's (changed from Williams Pipe Line Company, LLC) **Amended Application for Issuance of Certificate in Good Standing as a Common Carrier by Pipeline Pursuant to the Illinois Common Carrier by Pipeline Law and Testimony of Joe Willis in Support thereof**, with the Elizabeth Rolando, Chief Clerk of the Illinois Commerce Commission via Federal Express.

Dated: April 29, 2004

Respectfully submitted,

Magellan Pipeline Company, LLC (changed
from Williams Pipe Line Company, LLC)



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CERTIFICATE OF SERVICE

I, Ronit C. Barrett, an attorney, hereby certify that I caused copies of the
**Amended Application for Issuance of Certificate in Good Standing as a Common Carrier
by Pipeline Pursuant to the Illinois Common Carrier by Pipeline Law and Testimony of
Joe Willis in Support thereof** to be served on all parties on the attached service list, by e-mail,
on the 29th day of April, 2004.



Ronit C. Barrett

Service List
Docket No. 02-0263

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